

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:)	Chapter 11
)	
MINING PROJECT WIND DOWN HOLDINGS, INC. (f/k/a Compute North Holdings, Inc.), <i>et al.</i> ¹)	Case No. 22-90273 (MI)
)	
)	(Jointly Administered)
Debtors.)	
)	

STIPULATION AND AGREED ORDER

Mining Project Wind Down Holdings, Inc. (f/k/a Compute North Holdings, Inc.), and its above-captioned affiliates as debtors and debtors in possession (together, the “**Debtors**”) and Davis Polk & Wardwell LLP (“**Claimant**”, and collectively with the Debtors, the “**Parties**”) hereby enter into this Stipulation and Agreed Order:

WHEREAS, on September 22, 2022 (the “**Petition Date**”), the Debtors each filed with this Court a voluntary case under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”);

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, include: Mining Project Wind Down Holdings Inc. (f/k/a Compute North Holdings, Inc.) (4534); Mining Project Wind Down LLC (f/k/a Compute North LLC) (7185); Mining Project Wind Down Corpus Christi LLC (f/k/a CN Corpus Christi LLC) (5551); Mining Project Wind Down Atoka LLC (f/k/a CN Atoka LLC) (4384); Mining Project Wind Down BS LLC (f/k/a CN Big Spring LLC) (4397); Mining Project Wind Down Colorado Bend LLC (f/k/a CN Colorado Bend LLC) (4610); Mining Project Wind Down Developments LLC (f/k/a CN Developments LLC) (2570); Mining Project Wind Down Equipment LLC (f/k/a CN Equipment LLC) (6885); Mining Project Wind Down King Mountain LLC (f/k/a CN King Mountain LLC) (7190); Mining Project Wind Down MDN LLC (f/k/a CN Minden LLC) (3722); Mining Project Wind Down Mining LLC (f/k/a CN Mining LLC) (5223); Mining Project Wind Down Pledgor LLC (f/k/a CN Pledgor LLC) (9871); Mining Project Wind Down Member LLC (f/k/a Compute North Member LLC) (8639); Mining Project Wind Down NC08 LLC (f/k/a Compute North NC08 LLC) (8069); Mining Project Wind Down NY09 LLC (f/k/a Compute North NY09 LLC) (5453); Mining Project Wind Down STHDAK LLC (f/k/a Compute North SD, LLC) (1501); Mining Project Wind Down Texas LLC (f/k/a Compute North Texas LLC) (1883); Mining Project Wind Down TX06 LLC (f/k/a Compute North TX06 LLC) (5921); and Mining Project Wind Down TX10 LLC (f/k/a Compute North TX10 LLC) (4238). The Debtors’ service address for the purposes of these chapter 11 cases is 300 North LaSalle, Suite 1420, Chicago, Illinois 60654.

WHEREAS, on September 26, 2022, the Court entered its *Order (I) Authorizing Debtors to (A) File a Consolidated Creditor Matrix, (B) File a Consolidated List of 30 Largest Unsecured Creditors, and (C) Redact Certain Individual and Customer Confidential Information, (II) Approving Form and Manner of Notifying Creditors of Commencement of Chapter 11 Cases and Other Information, (III) Setting Bar Dates for Filing Proofs of Claim, Including Requests for Payment Under Section 503(b)(9), and (IV) Granting Related Relief* [Docket No. 86] (“**Bar Date Order**”). Among other things, the Bar Date Order set a deadline for all persons or entities (excluding governmental units) to file proofs of claim in the Debtors’ cases on or before November 23, 2022 (the “**Claims Bar Date**”);

WHEREAS, on November 21, 2022, Claimant filed (i) Proof of Claim No. 10074 against Debtor Compute North Holdings, Inc. (“**Claim No. 10074**”) and (ii) Proof of Claim No. 10075 against Debtor Compute North LLC (“**Claim No. 10075**” and, together with Claim No. 10074, the “**Claims**”), each in the amount of \$426,772.27, in respect of legal services provided to such Debtors in connection with various proposed corporate transactions;

WHEREAS, on November 23, 2022, the Debtors filed their Joint Liquidating Chapter 11 Plan of Compute North Holdings, Inc. and its Debtor Affiliates [Docket No. 576] (as amended from time to time, the “**Plan**”)²;

WHEREAS, on January 24, 2023, the Debtors served Claimant with a copy of the *Debtors’ First Omnibus Objection to Certain Proofs of Claim (Amended Claims, Duplicate Claims)* [Docket No. 814] (the “**Omnibus Claims Objection**”) alleging, among other things, that Claim No. 10075 is duplicative of Claim No. 10074; and

² Capitalized terms not otherwise defined herein shall be given the meaning assigned to them in the Plan.

WHEREAS, the Parties have agreed that the Omnibus Claims Objection should be resolved with respect to Claimant's Claims by agreement as follows and treated as follows:

IT IS THEREFORE STIPULATED, AGREED AND ORDERED, THAT:

1. Claimant shall have an Allowed, liquidated, Class 3 General Unsecured Claim under the Plan in the amount of \$380,000.00 (the “**Stipulated Claim**”). Other than the Stipulated Claim, Claimant shall have no other claims or proofs of claim against the Debtors or the Debtors’ estates in these chapter 11 cases. The Official Claims Agent in these cases is authorized and directed to update the claims register maintained in these cases to reflect the Stipulated Claim.

2. Claimant's Stipulated Claim shall be treated as provided under Section 3 of the Plan.

3. The Debtors are authorized, but not directed, to take any steps necessary or desirable to effectuate the relief provided herein.

4. Each of the Parties hereto represents and warrants: (a) it is duly authorized to enter into and be bound by this Stipulation and Agreed Order; and (b) this Stipulation and Agreed Order is duly executed and delivered and constitutes a valid and binding agreement in accordance with its terms.

5. The terms and conditions of this Stipulation and Agreed Order shall be immediately effective and enforceable upon its entry by the Court.

6. The Court shall retain jurisdiction over all matters related to this Stipulation and Agreed Order.

Dated: _____, 2023

Hon. Marvin Isgur
United States Bankruptcy Judge

IN WITNESS WHEREOF, this Stipulation has been executed and delivered as of the day and year first below written.

Dated: March 3, 2023

/s/ Rachael L. Smiley

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